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FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90041 049 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P40835

1. Corporation Name
AEI MUSIC NETWORK INC.



Principal Place of Business
**900 EAST PINE STREET
 SEATTLE WA 98122**

Mailing Address
**900 EAST PINE STREET
 SEATTLE WA 98122**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified
09/29/1992

4. FEI Number
91-0873500 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	C MALONE, MICHAEL J.
STREET ADDRESS	900 EAST PINE STREET
CITY-ST-ZIP	SEATTLE WA
TITLE	<input type="checkbox"/> DELETE
NAME	D KNUDSEN, CALVERT
STREET ADDRESS	900 EAST PINE ST
CITY-ST-ZIP	SEATTLE WA 98122
TITLE	<input type="checkbox"/> DELETE
NAME	D KOLLAT, DAVID T.
STREET ADDRESS	900 EAST PINE STREET
CITY-ST-ZIP	SEATTLE WA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	P KNITTEL, BARRY
STREET ADDRESS	900 E PINE STREET
CITY-ST-ZIP	SEATTLE WA
TITLE	<input type="checkbox"/> DELETE
NAME	VPCF MATYSIK, MIKE
STREET ADDRESS	900 E PINE STREET
CITY-ST-ZIP	SEATTLE WA
TITLE	<input type="checkbox"/> DELETE
NAME	ST SKINNER, PAUL W.
STREET ADDRESS	900 EAST PINE STREET
CITY-ST-ZIP	SEATTLE WA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<i>see attached</i>
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **MIKE MATYSIK** 4/30/99 206-329-1400
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

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~~Directors and Officers and Company Reimbursement Insurance
Renewal Information Supplement~~

5. Attach a complete list of all Directors and Officers.

Board of Directors:

Michael J. Malone, Chairman, CEO
Paul W. Skinner, Secretary/Treasurer
C. Calvert Knudsen, Director
W. Thomas Porter, Jr., Director
David T. Kollat, Director
Ivar Mountbatten, Director

Officers of AEI

Michael J. Malone, Chairman, Chief Executive Officer
Barry Knittel, President Chief Operating Officer - AEI U.S.
Mike Matysik, Vice President, Chief Financial Officer, Assistant Secretary
Adrian Beesley, President, Europe
Kevin Wheelhouse, Finance Director, Europe
Joe Carreira, Vice President, Inflight Division
Bill Hogan, Corporate Vice President, Global Broadcast Operations
Craig McLain, Vice President Customer Relations
Tim Seaton, Vice President Sales
Craig Williamson, Vice President Operations